

DRAFT
2/25/15
BILL 3 (2015)
PROPOSED U/A

LAND COURT SYSTEM

REGULAR SYSTEM

AFTER RECORDATION: RETURN BY MAIL () PICK UP (X)

Ashford & Wriston LLP
Attn. Benjamin A. Kudo
999 Bishop Street, Suite 1400
Honolulu, Hawai'i 96813

(808) 539-0400

Tax Map Key Nos.: (1) 9-1-017:004 (por.), 059 (por.) and 072 (por.); (1) 9-1-018:001 (por.) and 004 (por.)

Total Pages: _____

UNILATERAL AGREEMENT AND DECLARATION FOR CONDITIONAL ZONING

THIS INDENTURE (hereinafter referred to as "Unilateral Agreement" or "Declaration"), entered into this _____ day of _____, 2015, by D.R. HORTON - SCHULER HOMES, LLC, a Delaware limited liability company, d.b.a. D.R. HORTON-SCHULER DIVISION, whose principal place of business is 130 Merchant Street, Suite 112, Honolulu, Hawai'i 96813 (hereinafter, the "Declarant");

W I T N E S S E T H:

WHEREAS, the Declarant is the owner in fee simple of those certain parcels of land situated at East Kapolei, District of `Ewa, City and County of Honolulu, State of Hawai'i, consisting of approximately 1,289 acres, having Tax Map Key Nos. (1) 9-1-017:004 (por.), 059 (por.) and 072 (por.) and (1) 9-1-018:001 (por.) and 004 (por.), and more particularly described in

Exhibit A attached hereto (Parcel A, B and C, excluding Parcel B-2 and Parcel C-3) and incorporated herein by reference (the “Property”), and desires to make the Property subject to this Unilateral Agreement; and

WHEREAS, the Declarant plans to develop a new master-planned, mixed-use community on the Property (the “Ho`opili Project”); and

WHEREAS, the City Council (the “Council”) of the City and County of Honolulu (the “City”), pursuant to the provisions of the Land Use Ordinance (“LUO”), Revised Ordinances of Honolulu 1990 (“ROH”), Section 21-2.80, as amended, relating to conditional zoning, is considering a change in zoning under the LUO of the Property from AG-1 Restricted Agricultural District to the P-2 General Preservation District, R-3.5 Residential District, A-2 Medium-Density Apartment District (with 40- and 65-foot height limit), AMX-2 Medium-Density Mixed Use Apartment District (with 40- and 65-foot height limit), B-2 Community Business District (with a 60-foot height limit), B-1 Neighborhood Business District, BMX-3 Community Business Mixed Use District (with a 90-foot height limit) and IMX-1 Industrial-Commercial Mixed Use District (with a 60-foot height limit); and

WHEREAS, a public hearing regarding the change in zoning, Bill 3 (2015), was held by the Council on _____, 2015; and

WHEREAS, the Council recommended by its Zoning and Planning Committee Report No. _____ that said zone change be approved, subject to the following conditions contained in this Declaration to be made pursuant to the provisions of ROH Section 21-2.80, as amended, relating to conditional zoning, and to become effective on the effective date of the zoning ordinance approving the change of zoning (the “Rezoning Ordinance”);

NOW, THEREFORE, the Declarant hereby covenants and declares as follows:

1. Affordable Housing. Prior to residential subdivision approval, or residential building permit approval, whichever comes first, the Declarant shall execute an agreement to participate in an affordable housing plan acceptable to the Department of Planning and Permitting (the “DPP”) and in accordance with the adopted rules. The agreement shall provide no less than 30 percent of the total residential units in the Ho`opili Project to be affordable housing units.
2. Transportation. The Declarant shall carry out the following requirements related to traffic and transportation improvements for the Ho`opili Project.
 - a. A time line establishing the anticipated commencement and completion dates of the four major phasing components of this development, including the completion of major roadway improvements, such as the internal parkway, arterial and main streets, Keahumoa Parkway and Farrington Highway, shall be prepared by the Declarant in a format acceptable to the DPP. The time line shall also identify when the Comprehensive Transportation Master Plan (the “CTMP”), which shall include a Roadway Master Plan (the “RMP”), the Construction Management Plan (the “CMP”), and updates to the initial Traffic Impact Analysis Report (the “TIAR”), dated May 30, 2014, will be submitted for review and approval. The CTMP shall be submitted to the Department of Transportation Services (the “DTS”) for initial acceptance prior to any subdivision which will establish a boundary of any major roadway within this development. The CMP should be submitted prior to the start of any major on-site construction or grading work or work on any public street. Updates to

the TIAR should be submitted as determined in the time line. Updates to the TIAR, as determined by the DPP, shall generally be submitted prior to the start of each 2,500 dwelling units or about every four years. Interim updates may be required at two year increments. The primary purpose of the interim updates is to determine when traffic signal warrants are going to be met and assure the signals are in place at the time they are warranted.

- b. A CTMP shall be developed to incorporate various modes of travel, including transit, vehicular, bicycle, and pedestrian. The plan shall be designed to establish and promote a safe and efficient balance between the various travel modes, such as grade separated bicycle and pedestrian facilities, convenient and centrally located transit stops and terminals, traffic calming devices and other transportation elements, as necessary. A connection from the Ho`opili Project to lands north of the H-1 Freeway shall be considered; land area set aside for this purpose to minimize the amount of traffic having to cross the freeway interchanges. The CTMP shall also incorporate Traffic Demand Management (the “TDM”) strategies in an effort to reduce the overall vehicular trip demand in and around the Ho`opili Project. The TDM strategies could include opening the commercial properties during the early stages of the development in an effort to increase internal capture within the site, encourage transit, bicycle and pedestrian incentives, such as bus passes, more bicycle racks and shower facilities in employment centers, establishing a car pool and/or ride share programs, providing residential and/or commercial incentives to work and/or hire within the community, a safe route to school

program, and other TDM strategies. The CTMP, along with the TDM strategies, should be updated periodically, along with the TIAR, as determined by the time line, in part, to determine the relative effectiveness of the TDM strategies, as the Ho`opili Project progresses. The Declarant should hire or retain the services of a transportation coordinator to make sure the TDM strategies, as proposed by the applicant, are followed. These would include measures of effectiveness of the TDM strategies and the safe route to school program.

- c. A RMP, incorporating smart growth, connectivity, and complete streets concepts, shall be developed in concert with the DPP and the DTS. The RMP shall be based on a TIAR which establishes projected traffic volumes along each major segment of roadway. This should be used to generally determine and define the hierarchy of streets, as it relates to a typical “grid” pattern of roadways to the greatest extent practical and incorporate a balance of connectivity to Transit-Oriented Development (the “TOD”) areas to create a seamless connection for the entire development. The RMP shall include conceptual intersection designs, such as the lengths of right-turn deceleration lanes, size, and location of pedestrian islands, traffic calming, or other traffic elements that will affect the road right-of-ways. The roadway sections should follow the City’s Subdivision Rules and Regulations, unless a request for modification of the roadway standards is approved. On a micro-level scale, the internal layout of parking facilities and driveway access locations to public streets within the major shopping complexes should follow basic traffic

circulation guidelines and be optimally designed to the extent practical to assure the off-site flow of vehicles and pedestrians. The plan should also incorporate either grade separated utilitarian pathways for the exclusive use by pedestrians and bicyclists, or right-of-ways which are separate and apart from vehicular access streets, to avoid inherent conflicts between these modes of travel. At locations where these utilitarian pathways cross streets, traffic measures, such as bulb outs, should be installed to provide a safer crossing for pedestrians and bicyclists. These pathways should link parks and recreational areas, schools and commercial districts with residential areas. The hierarchy of these pathways should be similar to those established for streets.

- d. The CMP shall identify the type, frequency and routing of heavy trucks and construction related vehicles. Every effort shall be made to minimize impacts from these vehicles and related construction activities. The CMP should identify and limit vehicular activity related to construction to periods outside of the peak periods of traffic, utilizing alternate routes for heavy trucks, provisions for either on-site or off-site staging areas for construction-related workers and vehicles to limit the use of on-street parking around the Ho`opili Project and other mitigation measures related to traffic and potential neighborhood impacts. Preliminary or conceptual traffic control plans should also be included in the CMP. The applicant shall document the condition of roadways prior to the start of construction activities and provide remedial measures, as necessary, such as restriping, road resurfacing, and/or reconstruction if the condition of the roadways has deteriorated because of the

related construction activities. The CMP is not expected to be a critical component during the early stages of the Ho`opili Project, as ample land will be available and the public street system will not yet have been developed. However, during the later stages of the Ho`opili Project, as residential and commercial sites are built and occupied and begin to infill, the CMP will have a more critical role in minimizing impacts related to construction work. It is anticipated the CMP submittals will follow the same frequency as the TIAR, unless it is otherwise mutually determined that submittals are not necessary.

- e. The TIAR should be updated periodically, as determined by the time line.

The updates to the TIAR shall analyze the adequacy of the lengths of left and right turn auxiliary lanes along all the major roadways, perform traffic signal warrants based on projected traffic volumes and include provisions for the installation of the signals, as needed. Traffic signals within this development shall be installed by the Declarant, until full build-out of the development. If there is a need to extend the lengths of any auxiliary lanes or provide additional laneage resulting from trip generation rates being higher than initially projected or if the internal capture rates are lower than projected, the Declarant shall be required to provide the necessary improvements to maintain an appropriate Level-Of-Service. The purpose of the updates to the TIAR are to assure that the transportation elements are adequately assessed for the near future developments to avoid severely congested conditions that may arise from inadequate planning and implementation of roadway infrastructure within this development. If these roadway deficiencies occur due to

inaccuracies in the trip generation, distribution, and/or discount rates, the City shall have the option to suspend any or all pending permits until these deficiencies are corrected. In this regard, the Declarant and the City shall work in close accord to assure that potential deficiencies or inaccuracies to the transportation system and network do not occur.

- f. The Declaration shall hold annual meetings with and inclusive of the affected transportation agencies, including the State Department of Transportation, the DTS, and the DPP. The purpose of these meetings is to provide an active forum for discussion between the transportation agencies with the Declarant. Discussion will tend to be more technical in nature and the traffic consultant for the Declarant should be available and included in these discussions. The transportation agencies should provide a representative to these meetings, if they wish to have their concerns or issues raised with the Declarant.

3. Drainage Master Plan. Prior to subdivision approval, the Declarant shall submit a revised Drainage Master Plan to the DPP for review and approval. Additionally, the Declarant shall maintain and manage all private drainage facilities, including, but not limited to retention/detention ponds, and drainage channels.

4. Water Master Plan. Prior to subdivision approval or building permit approval, whichever comes first, the Declarant shall submit a revised Water Master Plan to the Board of Water Supply for their review and approval.

5. Sewerage Master Plan. Prior to subdivision approval or building permit approval, whichever comes first, the Declarant shall submit a revised Sewerage Master Plan to the DPP for review and approval.

6. Urban Design Plan. Prior to subdivision approval or building permit approval, whichever comes first, the Declarant shall submit and have approved by the DPP an urban design plan that defines the vision, character, and principles for the Ho`opili Project. In context to its surroundings, the plan shall address land use patterns, including commercial and residential, neighborhood activity nodes, open spaces and gathering sites, and the provision of a variety of housing types and sizes, with building designs, and street lighting that respond to the region. In commercial areas, street, sidewalks, and building frontages shall be designed as pedestrian-friendly, and promote active streetscapes. In conjunction with the Roadway Master Plan, the plan shall address circulation for multiple transportation modes, including bicycles and pedestrians, providing for convenient and safe connections both within the Ho`opili Project, and with surrounding areas.

7. Daycare Facility. Prior to building permit approval, the Declarant and the City and County of Honolulu's Department of Community Services shall enter into a written agreement for a daycare facility for the Ho`opili Project. The written agreement shall specify that one-acre of land within the Ho`opili Project shall be conveyed by the Declarant to the City and that the location of the property shall be mutually agreeable to both parties at a date to be determined by the Declarant and the City. The written agreement shall be executed prior to conveyance of the one-acre property.

8. Meeting Facilities. The Declarant shall make available for sale a minimum of two acres of land within the Ho`opili Project for the development of meeting facilities. The Declarant shall identify the location(s) and organizations to be contacted prior to sales offering. If there is no buyer by the time of the first commercial or residential building permit approval, the site(s) may be used for other purposes.

9. Compliance with Other Governmental Requirements. The Declarant acknowledges that approval of this zone change does not constitute compliance with other LUO or governmental agencies' requirements. They are subject to separate review and approval. The Declarant shall be responsible for ensuring that the final plans for the proposed Ho`opili Project approved under this permit comply with all applicable LUO and other governmental agencies' provisions and requirements.

10. Annual Reports. On an annual basis, the Declarant shall submit a written status report to the DPP documenting its satisfaction and/or describing its progress toward complying with each condition of approval for this zone change. This status report shall be submitted to the DPP by December 31st of each year until such time as the DPP has determined that all conditions of approval have been satisfied. Failure to do so may result in delays in processing of further permits.

11. Noncompliance or Failure to Fulfill Any Conditions. In the event of noncompliance or failure to fulfill any of the conditions set forth herein, the Director of the DPP shall inform the Council and may institute action to terminate or stop the Ho`opili Project until applicable conditions are met. Noncompliance also may be grounds for revocation of the permits issued under this zone change. Noncompliance also may be grounds for the enactment of ordinances making further zone changes, including revocation of the underlying zoning, upon initiation by the proper parties in accordance with the Revised City Charter.

NOW, THEREFORE, the Declarant hereby makes the following additional Declarations:

As used herein, references to a specific City department or agency shall be deemed to include a reference to any successor department or agency.

That the conditions imposed herein are reasonably conceived to fulfill public service demands created by the requested change in zoning and are rationally related to the objective of preserving the public health, safety and general welfare and the further implementation of the General Plan of the City and County of Honolulu.

That the development of the Property shall conform to the aforesaid conditions with the understanding that, at the request of the Declarant and upon the satisfaction of the conditions set forth in this Unilateral Agreement, the Department of Planning and Permitting may fully or partially release, as applicable, any of the foregoing conditions that have been fulfilled.

That if there are any conflicts between this Unilateral Agreement and any previous unilateral agreement(s) applicable to the Property, the terms and conditions of this Unilateral Agreement shall apply.

AND IT IS EXPRESSLY UNDERSTOOD AND AGREED that the conditions imposed in this Declaration shall run with the Property (excluding Parcel B-2 and Parcel C-3) and shall bind and constitute notice to all the parties hereto and subsequent lessees, grantees, assignees, mortgagees, lienors, successors, and any other persons who have or claim to have an interest in the Property, and the City and County of Honolulu shall have the right to enforce this Declaration by rezoning, appropriate action at law or suit in equity against all such persons, provided that the Declarant or its successors and assigns may file a petition with the Department of Planning and Permitting for amendment or removal of any conditions or termination of this Declaration, such petition to be processed in the same manner as petitions for zone changes.

IN WITNESS WHEREOF, the parties hereto have executed this Unilateral Agreement
and Declaration for Conditional Zoning on the day and year first above written.

D.R. HORTON – SCHULER HOMES, LLC, a
Delaware limited liability company, d.b.a.
D.R. HORTON-SCHULER DIVISION

By _____
Its

STATE OF HAWAII

CITY AND COUNTY OF HONOLULU

SS:

On this _____ day of _____, 2015, before me appeared _____, to me personally known, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person, and if applicable, in the capacities shown, having been duly authorized to execute such instrument in such capacities.

Print Name: _____

Notary Public, in and for said State

My commission expires: _____

NOTARY CERTIFICATION STATEMENT

Document Identification or Description: _____

☐ Document Date: _____ or ☐ Undated at time of notarization.

No. of Pages: _____ Jurisdiction: _____ Circuit
(in which notarial act is performed)

Signature of Notary

Date of Notarization and
Certification Statement

Printed Name of Notary

(Official Stamp or Seal)

HO'OPILI PROJECT
PARCEL A

Being a portion of Lot 11993 of Land Court Application 1069 as shown on Map 874.

Situate at Honouliuli, Ewa, Oahu, Hawaii.

Beginning at the South corner of this parcel of land, being also the Southeast corner of Lot 18060 of Land Court Application 1069 as shown on Map 1409 and on the Northerly side of Farrington Highway, the coordinates of said point of beginning referred to Government Survey Triangulation Station "KAPUAI NEW" being 5,946.24 feet South and 5,087.2 feet East and running by azimuths measured clockwise from true South:

1. 133° 20' 2060.40 feet along Lots 18060 and 18059 of Land Court Application 1069 as shown on Map 1409;
2. Thence along North South Road (F. A. P. No. STP-8930(3)), on a curve to the right with a radius of 909.97 feet, the chord azimuth and distance being:

232° 24' 07" 376.25 feet;
3. 224° 20' 334.92 feet along same;
4. Thence along same, on a curve to the right with a radius of 50.00 feet, the chord azimuth and distance being:

273° 56' 25" 49.40 feet;
5. 303° 32' 50' 1002.45 feet along same;
6. 313° 20' 859.90 feet along same;
7. 43° 20' 719.84 feet along the Northerly side of Farrington Highway;

8. Thence along same, on a curve to the right with a radius of 2834.79 feet, the chord azimuth and distance being:

45° 00' 47.4" 166.20 feet;

to the point of beginning and containing
an area of 38.082 acres.

October 10, 2013
Honolulu, Hawaii

Gary S. Takamoto
Licensed Professional Land Surveyor
Certificate Number 7946
License Expires April 30, 2014

Tax Map Key: 9-1-018: portion of 004

HO'OPI LI PROJECT
PARCEL B

Being all of Lots 20 and 21 (Map 12), Lot 17-A-1 (Map 423) and portion of Lot 11995-A-1 (Map 1210) of Land Court Application 1069 and portion of Exclusion 1 (Remnants A and B, Parcel 30-B and portion of Parcel 28-A), as shown on Map 1 of Land Court Application 1069, covered by R. P. 6971, L. C. Aw. 11216, Apana 8 to M. Kekauonohi.

Situate at Honouliuli, Ewa, Oahu, Hawaii

Beginning at the Northwest corner of this parcel of land, being 39.93 feet from the Northeast corner of Lot 11994 (Map 874) of Land Court Application 1069 and on the Southeast side of North South Road (F. A. P. No. STP-8930 (3)), the coordinates of said point of beginning referred to Government Survey Triangulation Station "KAPUAI NEW" being 2,551.05 feet South and 5,505.34 feet East and running by azimuths measured clockwise from true South:

1. 224° 54' 30" 1726.05 feet along the Southeast side of North South Road (F. A. P. No. STP-8930 (3));
2. 226° 11' 20" 244.87 feet along the Southeast side of Interstate Highway (F. A. P. No. I-HI-1 (11));
3. Thence along same, on a curve to the right with a radius of 4,496.66 feet the chord azimuth and distance being:

228° 54' 16.5" 426.10 feet;
4. 237° 38' 51" 343.17 feet along same;
5. 239° 54' 28" 243.91 feet along same;
6. 242° 57' 22" 291.94 feet along same;
7. Thence along same, on a curve to the right with a radius of 4,453.66 feet the chord azimuth and distance being:

245° 03' 01.5" 338.85 feet;

8. 247° 13' 50" 451.34 feet along same;
9. 243° 39' 10" 400.62 feet along same;
10. 247° 13' 50" 1,100.00 feet along same;
11. 252° 56' 30" 150.75 feet along same;
12. 247° 13' 50" 192.26 feet along same;
13. 244° 04' 55" 364.16 feet along same;
14. 239° 04' 23" 406.66 feet along same;
15. Thence along same, on a curve to the left with a radius of 6,587.00 feet the chord azimuth and distance being:
239° 41' 42.1" 196.84 feet;
16. 238° 50' 20" 705.60 feet along same;
17. 242° 50' 30" 401.12 feet along same;
18. 238° 50' 20" 54.12 feet along same;
19. Thence along same, on a curve to the right with a radius of 5,939.00 feet the chord azimuth and distance being:
243° 05' 20" 880.26 feet;
20. 247° 20' 20" 635.41 feet along same;
21. Thence along the Southwest corner of the intersection of Interstate Highway (F. A. P. No. I-HI-1 (11)) and Kunia Road (F. A. P. No. F-075-1 (2)), on a curve to the right with a radius of 250.00 feet the chord azimuth and distance being:
274° 45' 25" 230.24 feet;

22. 32° 10' 30" 15.00 feet along a jog the Southwest side Kunia Road (F. A. P. No. F-075-1 (2));
23. Thence along the Southwest side of Kunia Road (F. A. P. No. F-075-1 (2)), on a curve to the right with a radius of 235.00 feet, the chord azimuth and distance being:
- 311° 22' 55" 75.20 feet;
24. 320° 35' 20" 305.87 feet along same;
25. 323° 33' 52" 230.00 feet along same;
26. 233° 33' 52" 15.00 feet along a jog on the Southwest side of Kunia Road (F. A. P. No. F-075-1 (2));
27. 323° 33' 52" 796.77 feet along same;
28. 327° 17' 10" 354.32 feet along same;
29. 331° 09' 04" 291.68 feet along same;
30. 335° 59' 36" 133.59 feet along same;
31. 329° 36' 02" 347.40 feet along same;
32. Thence along the Northwest corner of the intersection of Kunia Road (F. A. P. No. F-075-1 (2)) and Farrington Highway, on a curve to the right with a radius of 320.00 feet, the chord azimuth and distance being:
- 15° 30' 37" 396.52 feet;
33. Thence along the Northwest side of Farrington Highway, on a curve to the right with a radius of 2,720.00 feet the chord azimuth and distance being:
- 59° 41' 56" 559.61 feet;

34. Thence along same, on a curve to the right with a radius of 2,769.79 feet the chord azimuth and distance being:

72° 10' 12" 111.98 feet;

35. 343° 19' 42" 10.00 feet along a jog on the Northwest side of Farrington Highway;

36. Thence along the Northwest side of Farrington Highway, on a curve to the right with a radius of 2,779.79 feet the chord azimuth and distance being:

76° 49' 42" 339.40 feet;

37. 350° 19' 42" 15.00 feet along a jog on the Northwest side of Farrington Highway;

38. Thence along the Northwest side of Farrington Highway, on a curve to the right with a radius of 2,794.79 feet the chord azimuth and distance being:

84° 31' 51" 409.61 feet;

39. 88° 44' 59.76 feet along same;

40. 358° 44' 25.00 feet along a jog on the Northwest side of Farrington Highway;

41. 88° 44' 961.94 feet along the Northwest side of Farrington Highway;

42. 358° 44' 10.00 feet along a jog on the Northwest side of Farrington Highway;

43. 88° 44' 1,508.06 feet along the Northwest side of Farrington Highway;

44. 358° 44' 5.00 feet along a jog on the Northwest side of Farrington Highway;

45. 88° 44' 100.00 feet along the Northwest side of Farrington Highway;
46. Thence along same, on a curve to the left with a radius of 1,939.86 feet the chord azimuth and distance being:
- 71° 03' 1178.49 feet;
47. 53° 22' 100.00 feet along same;
48. 323° 22' 5.00 feet along a jog on the Northwest side of Farrington Highway;
49. 53° 22' 987.79 feet along the Northwest side of Farrington Highway;
50. 55° 30' 2,347.79 feet along same;
51. 145° 30' 5.00 feet along a jog on the Northwest side of Farrington Highway;
52. 55° 30' 100.00 feet along the Northwest side of Farrington Highway;
53. Thence along same, on a curve to the left with a radius of 1,939.86 feet the chord azimuth and distance being:
- 39° 25' 1,074.82 feet;
54. 23° 20' 181.20 feet along same;

55. 149° 25'

1887.96 feet along Lot 11994 (Map 874) of Land Court Application 1069 to the point of beginning and containing a gross area of 455.541 acre and a net area of 446.831 acre after deducting 8.710 acre of Lot 11995-B (Map 954) of Land Court Application 1069.

October 10, 2013
Honolulu, Hawaii

Gary S. Takamoto
Licensed Professional Land Surveyor
Certificate Number 7946
License Expires April 30, 2014

Tax Map Key: 9-1-018: portion 001

HO'OPILI PROJECT
PARCEL C

Being all of Lot 98-B (Map 442), Lot 10068 (Map 777), Lot 10078 (Map 785), Lot 10067-B-1 (Map 1514) and Lot 10069-A (Map 1162) of Land Court Application 1069 and portions of Exclusions 3 and 5 as shown on Map 1 of Land Court Application 1069, covered by R.P. 6971, L. C. Aw. 11216, Apana 8 to M. Kekauonohi.

Situate at Honouliuli, Ewa, Oahu, Hawaii.

Beginning at the West corner of this parcel of land, being also the South corner of Lot 10067-A-1 (Map 1372) of Land Court Application 1069 and on the Northerly side of Lot 10067-B-2 (Map 1514), the coordinates of said point of beginning referred to Government Survey Triangulation Station "KAPUAI NEW" being 6,420.38 feet South and 7,377.39 feet East, and running by azimuths measured clockwise from true South:

1. Along Lot 10067-A-1 (Map 1372) of Land Court Application 1069, on a curve to the left with a radius of 4,500.00 feet, the chord azimuth and distance being:

230° 46' 04" 679.55 feet;
2. 141° 36' 2,246.74 feet along same;
3. 203° 20' 213.56 feet along the Southeast side of Farrington Highway;
4. Thence along same, on a curve to the right with a radius of 1,879.86 feet, the chord azimuth and distance being:

219° 25' 1,041.58 feet;
5. 235° 30' 100.00 feet along same;
6. 145° 30' 5.00 feet along a jog on the Southeast side of Farrington Highway;

7. 235° 30' 2,348.71 feet along Southeast side of Farrington Highway;
8. 233° 22' 988.71 feet along same;
9. 323° 22' 5.00 feet along a jog on the Southeast side of Farrington Highway;
10. 233° 22' 100.00 feet along the Southeast side of Farrington Highway;
11. Thence along same, on a curve to the right with a radius of 1,879.86 feet, the chord azimuth and distance being:
251° 03' 1,142.04 feet;
12. 268° 44' 100.00 feet along same;
13. 358° 44' 5.00 feet along a jog on the Southeast side of Farrington Highway;
14. 268° 44' 1,017.56 feet along the Southeast side of Farrington Highway;
15. 358° 44' 200.00 feet along Lot 2564 (Map 273) of Land Court Application 1069;
16. 268° 44' 246.00 feet along same;
17. 334° 15' 212.18 feet along the Southwest side of Old Fort Weaver Road;
18. Thence along same, on a curve to the left with a radius of 352.00 feet, the chord azimuth and distance being:
306° 07' 30" 331.86 feet;
19. 278° 00' 407.89 feet along the South side of Old Fort Weaver Road;

20. 333° 13' 30" 276.52 feet along the Westerly side of Old Fort Weaver Road;
21. Thence along same, on a curve to the left with a radius of 1,662.10 feet, the chord azimuth and distance being:
329° 05' 45" 239.36 feet;
22. 324° 58' 101.98 feet along same;
23. Thence along same, on a curve to the right with a radius of 611.01 feet, the chord azimuth and distance being:
356° 28' 20" 638.60 feet;
24. 27° 58' 40" 338.56 feet along same;
25. 177° 58' 40" 8.00 feet along job on the Westerly side of Old Fort Weaver Road;
26. 27° 58' 40" 98.76 feet along the Westerly side of Old Fort Weaver Road;
27. Thence along same, on a curve to the left with a radius of 749.30 feet, the chord azimuth and distance being:
23° 58' 11" 104.75 feet;
28. 289° 57' 42" 8.00 feet along a jog on the Westerly side of Old Fort Weaver Road;
29. Thence along the Westerly side of Old Weaver Road, on a curve to the left with a radius of 741.30 feet, the chord azimuth and distance being:
8° 59' 26" 282.16 feet;
30. 358° 01' 10" 240.97 feet along same;

- | | | |
|-----|-----------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|
| 31. | Thence along same, on a curve to the right with a radius of 548.30 feet, the chord azimuth and distance being: | |
| | | 8° 24' 55" 197.77 feet; |
| 32. | 18° 48' 40" | 472.96 feet along same; |
| 33. | Thence along same, on a curve to the left with a radius of 434.30 feet, the chord azimuth and distance being: | |
| | | 357° 34' 25" 314.64 feet; |
| 34. | 336° 20' 10" | 761.67 feet along same; |
| 35. | Thence along same, on a curve to the left with a radius of 2,317.00 feet, the chord azimuth and distance being: | |
| | | 333° 11' 05" 254.75 feet; |
| 36. | 330° 02' | 214.71 feet along same; |
| 37. | 240° 02' | 68.23 feet along the remainder of Old Fort Weaver Road and along Lot 98-D (Map 442) of Land Court Application 1069; |
| 38. | 307° 17' | 276.16 feet along Lot 98-D (Map 442) of Land Court Application 1069; |
| 39. | 285° 40' | 98.51 feet along same; |
| 40. | 265° 28' 28" | 56.70 feet along same; |
| 41. | 270° 39' 40" | 332.55 feet along same; |
| 42. | 9° 08' | 65.31 feet along the Westerly side of Fort Weaver Road (F.A.S.P. No. S-RS-0760(2)); |
| 43. | 358° 03' | 60.65 feet along same; |

44. 354° 33' 30" 60.81 feet along same;
45. 0° 41' 50" 60.13 feet along same;
46. Thence along same, on a curve to the left with a radius of 2,090.00 feet, the chord azimuth and distance being:
6° 11' 34" 450.55 feet;
47. 353° 05' 40" 104.72 feet along same;
48. Thence along same, on a curve to the left with a radius of 2,080.00 feet, the chord azimuth and distance being:
351° 24' 12" 415.82 feet;
49. 345° 40' 61.22 feet along same;
50. 345° 38' 25.56" 146.14 feet along same;
51. 345° 40' 437.36 feet along same;
52. 70° 01' 10" 313.04 feet along Lot 3178-A-2 (Map 427) of Land Court Application 1069;
53. 33° 52' 151.24 feet along same;
54. 40° 52' 20" 95.49 feet along Lot 10069-B (Map 1162) of Land Court Application 1069;
55. 345° 40' 523.09 feet along same;
56. 252° 41' 171.15 feet along same;
57. 254° 51' 231.26 feet along same;
58. 260° 36' 100.91 feet along same;
59. 345° 40' 121.18 feet along the Westerly side of Fort Weaver Road (F.A.S.P. No. S-RS-0760(2));

60. 75° 55' 315.84 feet along Lot 18277 (Map 1442) of Land Court Application 1069;
61. 77° 56' 232.45 feet along same;
62. 79° 10' 215.27 feet along same;
63. 65° 52' 417.47 feet along same;
64. 58° 27' 80.13 feet along same;
65. 21° 18' 49.95 feet along same;
66. 75° 40' 834.59 feet along same;
67. 46° 41' 1,027.64 feet along same;
68. 136° 41' 3,826.56 feet along Lots 18065 and 18066 (Map 1410) of Land Court Application 1069;
69. 57° 00' 1,411.72 feet along Lot 18066 (Map 1410) of Land Court application 1069;
70. Thence along same, on a curve to the right with a radius of 2,000.00 feet, the chord azimuth and distance being:
- 61° 48' 52.5" 335.73 feet;

71. Thence along Lot 10067-B-2 (Map 1514) of Land Court Application 1069, on a curve to the left with a radius of 4,352.00 feet, the chord azimuth and distance being:

156° 08' 27" 1,678.78 feet;

to the point of beginning and containing a gross area of 1,027.579 acre, and a net area of 1,026.936 acre after deducting 0.643 acre of Lot 8862-B (Map 709) of Land Court Application 1069.

October 11, 2013
Honolulu, Hawaii

Gary S. Takamoto
Licensed Professional Land Surveyor
Certificate Number 7946
License Expires April 30, 2014

Tax Map Key: 9-1-017: 004, 059 and 072

HO'OPILI PROJECT
PARCEL B-2
(Zone AG-1)

Being all of Lot 20 (Map 12) and portion of Lot 11995-A-1 (Map 1210) of Land Court Application 1069 and portion of Exclusion 1 (Parcel 30-B) as shown on Map 1 of Land Court Application 1069, covered by R. P. 6971, L. C. Aw. 11216, Apana 8 to M. Kekauonohi.

Situate at Honouliuli, Ewa, Oahu, Hawaii

Beginning at the Northwest corner of this parcel of land, being 39.93 feet from the Northeast corner of Lot 11994 (Map 874) of Land Court Application 1069 and on the Southeast side of North South Road (F. A. P. No. STP-8930 (3)), the coordinates of said point of beginning referred to Government Survey Triangulation Station "KAPUAI NEW" being 2,551.05 feet South and 5,505.34 feet East and running by azimuths measured clockwise from true South:

1. 224° 54' 30" 1726.05 feet along the Southeast side of North South Road (F. A. P. No. STP-8930 (3));
2. 226° 11' 20" 244.87 feet along the Southeast side of Interstate Highway (F. A. P. No. I-HI-1 (11));
3. Thence along same, on a curve to the right with a radius of 4,496.66 feet the chord azimuth and distance being:

228° 54' 16.5" 426.10 feet;
4. 237° 38' 51" 343.17 feet along same;
5. 239° 54' 28" 243.91 feet along same;
6. 242° 57' 22" 291.94 feet along same;
7. Thence along same, on a curve to the right with a radius of 4,453.66 feet the chord azimuth and distance being:

245° 03' 01.5" 338.85 feet;
8. 247° 13' 50" 451.34 feet along same;
9. 243° 39' 10" 400.62 feet along same;

10. 247° 13' 50" 1,100.00 feet along same;
11. 252° 56' 30" 150.75 feet along same;
12. 247° 13' 50" 192.26 feet along same;
13. 244° 04' 55" 364.16 feet along same;
14. 239° 04' 23" 406.66 feet along same;
15. Thence along same, on a curve to the left with a radius of 6,587.00 feet the chord
azimuth and distance being:
239° 41' 42.1" 196.84 feet;
16. 238° 50' 20" 705.60 feet along same;
17. 242° 50' 30" 401.12 feet along same;
18. 238° 50' 20" 54.12 feet along same;
19. Thence along same, on a curve to the right with a radius of 5,939.00 feet the chord
azimuth and distance being:
243° 05' 20" 880.26 feet;
20. 247° 20' 20" 224.33 feet along same;
21. 331° 31' 246.67 feet along Parcel B-3, along remainder of Lot
11995-A-1(Map 1210) of Land Court
Application 1069;
22. 67° 20' 20" 249.35 feet along same;
23. Thence along same, on a curve to the left with a radius of 5693.60 feet, the chord
azimuth and distance being:
63° 05' 20" 843.89 feet;
24. 58° 50' 20" 54.12 feet along same;
25. 62° 50' 30" 401.12 feet along same;

26. 58° 50' 20" 705.60 feet along same;
27. Thence along same, on a curve to the right with a radius of 6832.40 feet, the chord azimuth and distance being:
59° 41' 42.1" 204.18 feet;
28. 59° 04' 23" 406.66 feet along same;
29. 64° 04' 55" 157.44 feet along same;
30. 323° 23' 34" 456.42 feet along same;
31. 279° 50' 30" 488.87 feet along same;
32. 285° 28' 04" 1214.18 feet along same;
33. 254° 53' 09" 33.25 feet along same;
34. 228° 45' 38" 34.99 feet along same;
35. 229° 00' 15" 47.44 feet along same;
36. 249° 58' 43" 40.12 feet along same;
37. 298° 23' 59" 43.41 feet along same;
38. Thence along same, on a curve to the right with a radius of 623.00 feet, the chord azimuth and distance being:
302° 04' 26.5" 43.83 feet;
39. 303° 13' 41" 78.87 feet along same;
40. Thence along same, on a curve to the left with a radius of 591.43 feet, the chord azimuth and distance being:
299° 22' 36" 262.65 feet;
41. 285° 22' 45" 85.37 feet along same;

42. Thence along same, on a curve to the right with a radius of 500.00 feet, the chord azimuth and distance being:

298° 24' 33.5" 225.46 feet;

43. 313° 50' 34" 184.98 feet along same;

44. 88° 44' 715.54 feet along the Northwest side of Farrington Highway;

45. 358° 44' 10.00 feet along a jog on the Northwest side of Farrington Highway;

46. 88° 44' 1,143.40 feet along the Northwest side of Farrington Highway;

47. 175° 57' 49" 35.94 feet; along Parcel B-1, along the remainder of Lot 11995-A-1 (Map 1210) of Land Court Application 1069;

48. Thence along same, on a curve to the left with a radius of 400.00 feet, the chord azimuth and distance being:

169° 02' 24.5" 96.43 feet;

49. 162° 07' 47.80 feet along same;

50. 70° 51' 35" 42.49 feet along same;

51. 120° 14' 38" 95.68 feet along same;

52. 122° 52' 36" 181.78 feet along same;

53. 122° 15' 42" 97.20 feet along same;

54. 98° 57' 05" 135.98 feet along same;

55. 123° 06' 34" 89.06 feet along same;

56. 140° 55' 04" 92.63 feet along same;

57. 127° 18' 54" 136.74 feet along same;
58. Thence along same, on a curve to the left with a radius of 400.00 feet, the chord azimuth and distance being:
124° 46' 28.5" 35.46 feet;
59. 15° 28' 114.34 feet along same;
60. Thence along same, on a curve to the left with a radius of 530.00 feet, the chord azimuth and distance being:
91° 37' 23" 480.25 feet;
61. 144° 45' 57" 255.19 feet along same;
62. 90° 48' 30" 207.72 feet along same;
63. 85° 22' 77.60 feet along same;
64. 130° 16' 28" 63.70 feet along same;
65. 122° 14' 20" 45.84 feet along same;
66. 151° 56' 80.00 feet along same;
67. 67° 13' 50" 94.45 feet along same;
68. 53° 23' 34" 1599.46 feet along same;
69. Thence along same, on a curve to the left with a radius of 330.00 feet, the chord azimuth and distance being:
123° 38' 18" 64.27 feet;
70. 118° 03' 49.03 feet along same;
71. Thence along same, on a curve to the left with a radius of 330.00 feet, the chord azimuth and distance being:
105° 56' 07.5" 138.51 feet;

72.	143°	23'	34"	222.87 feet along same;
73.	62°	57'	22"	303.96 feet along same;
74.	59°	54'	28"	234.69 feet along same;
75.	57°	38'	51"	323.92 feet along same;
76.	48°	54'	18"	406.95 feet along same;
77.	46°	11'	20"	2002.82 feet along same;
78.	149°	25'		165.78 feet along Lot 11994 (Map 874) of Land Court Application 1069 to point of beginning and containing an area of 91.938 acre.

October 11, 2013
Honolulu, Hawaii

Gary S. Takamoto
Licensed Professional Land Surveyor
Certificate Number 7946
License Expires April 30, 2014

Tax Map Key: 9-1-018: portion 001

HO'OPILI PROJECT
PARCEL C-3
(Zone AG-1)

Being portions of Lot 10069-A (Map 1162), Lot 98-B (Map 442), Lot 10078 (Map 785) and Exclusion 5 (Map 1) of Land Court Application 1069.

Situate at Honouliuli, Ewa, Oahu, Hawaii.

Beginning at the Northeast corner of this parcel of land, being also the North corner of Lot 2564 (Map 273) of Land Court Application 1069 and on the South side of Farrington Highway, the coordinates of said point of beginning referred to Government Survey Triangulation Station "KAPUAI NEW" being 801.79 feet South and 12,343.53 feet East, and running by azimuths measured clockwise from true South:

1. 358° 44' 200.00 feet along Lot 2564 (Map 273) of Land Court Application 1069;
2. 268° 44' 246.00 feet along same;
3. 334° 15' 212.18 feet along the Southwest side of Old Fort Weaver Road;
4. Thence along same, on a curve to the left with a radius of 352.00 feet, the chord azimuth and distance being:

306° 07' 30" 331.86 feet;
5. 278° 00' 407.89 feet along the South side of Old Fort Weaver Road;
6. 333° 13' 30" 276.52 feet along the Westerly side of Old Fort Weaver Road;
7. Thence along same, on a curve to the left with a radius of 1,662.10 feet, the chord azimuth and distance being:

329° 05' 45" 239.36 feet;
8. 324° 58' 101.98 feet along same;
9. Thence along same, on a curve to the right with a radius of 611.01 feet, the chord azimuth and distance being:

356° 28' 20" 638.60 feet;

10. 27° 58' 40" 338.56 feet along same;
11. 177° 58' 40" 8.00 feet along jog on the Westerly side of Old Fort Weaver Road;
12. 27° 58' 40" 98.76 feet along the Westerly side of Old Fort Weaver Road;
13. Thence along same, on a curve to the left with a radius of 749.30 feet, the chord azimuth and distance being:
23° 58' 11" 104.75 feet;
14. 289° 57' 42" 8.00 feet along a jog on the Westerly side of Old Fort Weaver Road;
15. Thence along the Westerly side of Old Weaver Road, on a curve to the left with a radius of 741.30 feet, the chord azimuth and distance being:
8° 59' 26" 282.16 feet;
16. 358° 01' 10" 240.97 feet along same;
17. Thence along same, on a curve to the right with a radius of 548.30 feet, the chord azimuth and distance being:
8° 24' 55" 197.77 feet;
18. 18° 48' 40" 472.96 feet along same;
19. Thence along same, on a curve to the left with a radius of 434.30 feet, the chord azimuth and distance being:
357° 34' 25" 314.64 feet;
20. 336° 20' 10" 761.67 feet along same;
21. Thence along same, on a curve to the left with a radius of 2,317.00 feet, the chord azimuth and distance being:
333° 11' 05" 254.75 feet;
22. 330° 02' 214.71 feet along same;

23. 240° 02' 68.23 feet along the remainder of Old Fort Weaver Road
and along Lot 98-D (Map 442) of Land Court
Application 1069;
24. 307° 17' 246.41 feet along Lot 98-D (Map 442) of Land Court
Application 1069;
25. 9° 52' 516.16 feet along the remainders of Lot 98-B (Map 442),
Exclusion 5 (Map 1) and Lot 10069-A (Map
1162) of Land Court Application 1069;
26. 356° 07' 578.70 feet along the remainder of Lot 10069-A (Map
1162) of Land Court Application 1069;
27. 356° 46' 606.95 feet along the same;
28. Thence along the remainders of Lot 10069-A (Map 1162) and Lot 10078 (Map 785) of
Land Court Application 1069, on a curve to the
right with a radius of 746.00 feet, the chord
azimuth and distance being:

34° 46' 30' 918.74 feet;
29. 72° 47' 294.60 feet along the remainder of Lot 10078 (Map 785) of
Land Court Application 1069;
30. 162° 36' 166.00 feet along same;
31. Thence along same, on a curve to the left with a radius of 50.00 feet, the chord
azimuth and distance being:

117° 36' 70.71 feet;
32. 72° 36' 350.50 feet along same;
33. Thence along same, on a curve to the right with a radius of 50.00 feet, the chord
azimuth and distance being:

101° 18' 30" 48.04 feet;
34. 130° 01' 58.00 feet along same;
35. Thence along same, on a curve to the left with a radius of 1437.50 feet, the chord
azimuth and distance being:

224° 12' 35.5" 376.24 feet;

- 13192 Parcel C-3.doc

49. Thence along same, on a curve to the left with a radius of 305.00 feet, the chord azimuth and distance being:
188° 25' 15" 395.05 feet;
50. 188° 23' 34" 346.30 feet along same;
51. Thence along same, on a curve to the left with a radius of 200.00 feet, the chord azimuth and distance being:
143° 26' 47" 282.58 feet;
52. 98° 30' 36.36 feet along same;
53. Thence along same, on a curve to the left with a radius of 1337.50 feet, the chord azimuth and distance being:
176° 33' 50" 363.81 feet;
54. 258° 44' 50" 140.20 feet along same;
55. Thence along same, on a curve to the left with a radius of 160.00 feet, the chord azimuth and distance being:
213° 21' 21.5" 227.81 feet;
56. Thence along same, on a curve to the left with a radius of 1330.00 feet, the chord azimuth and distance being:
155° 55' 25" 554.91 feet;
57. Thence along same, on a curve to the left with a radius of 160.00 feet, the chord azimuth and distance being:
98° 47' 47" 226.61 feet;
58. 53° 42' 37" 181.53 feet along same;
59. Thence along same, on a curve to the left with a radius of 1337.50 feet, the chord azimuth and distance being:
122° 03' 12.5" 689.11 feet;
60. 188° 23' 34" 157.50 feet along same;

61. Thence along same, on a curve to the left with a radius of 160.00 feet, the chord azimuth and distance being:

143° 23' 34" 226.27 feet;

62. 98° 23' 34" 53.10 feet along same;

63. 68° 33' 195.27 feet along same;

64. 43° 56' 90.50 feet along same;

65. 98° 24' 177.40 feet along same;

66. 188° 24' 269.50 feet along same;

67. Thence along same, on a curve to the left with a radius of 200.00 feet, the chord azimuth and distance being:

143° 24' 282.84 feet;

68. 98° 24' 96.75 feet along same;

69. 188° 23' 34" 345.61 feet along same;

70. 270° 53' 92.14 feet along same;

71. Thence along same, on a curve to the right with a radius of 400.00 feet, the chord azimuth and distance being:

287° 10' 30" 224.42 feet;

72. 303° 28' 45.60 feet along same;

73. Thence along same, on a curve to the right with a radius of 200.00 feet, the chord azimuth and distance being:

322° 44' 131.99 feet;

74. Thence along same, on a curve to the left with a radius of 84.00 feet, the chord azimuth and distance being:

255° 11" 167.74 feet;

75. 168° 22' 93.19 feet along same;

- 13192 Parcel C-3.doc

86. Thence along same, on a curve to the left with a radius of 164.00 feet, the chord azimuth and distance being:
- 270° 39' 13" 246.97 feet;
87. Thence along same, on a curve to the left with a radius of 373.00 feet, the chord azimuth and distance being:
- 196° 09' 13" 322.97 feet;
88. Thence along same, on a curve to the left with a radius of 178.00 feet, the chord azimuth and distance being:
- 127° 28' 12.5" 242.93 feet;
89. Thence along same, on a curve to the right with a radius of 1868.00 feet, the chord azimuth and distance being:
- 92° 16' 42.5" 509.50 feet;
90. Thence along same, on a curve to the right with a radius of 200.00 feet, the chord azimuth and distance being:
- 107° 01' 48.05 feet;
91. 113° 55' 204.18 feet along same;
92. Thence along same, on a curve to the right with a radius of 200.00 feet, the chord azimuth and distance being:
- 133° 30' 134.07 feet;
93. 153° 05' 99.38 feet along same;
94. Thence along same, on a curve to the left with a radius of 200.00 feet, the chord azimuth and distance being:
- 142° 29' 73.58 feet;
95. 131° 53' 23.15 feet along same;
96. Thence along same, on a curve to the right with a radius of 200.00 feet, the chord azimuth and distance being:
- 146° 41' 30" 102.23 feet;

97. 161° 30' 36.88 feet along same;
98. 160° 16' 36" 81.26 feet along same;
99. Thence along same, on a curve to the right with a radius of 200.00 feet, the chord azimuth and distance being:
165° 27' 48" 36.16 feet;
- 100 Thence along same, on a curve to the left with a radius of 275.00 feet, the chord azimuth and distance being:
150° 39' 50" 187.99 feet;
- 101 Thence along same, on a curve to the left with a radius of 337.90 feet, the chord azimuth and distance being:
140° 02' 52" 114.25 feet;
102. 140° 57' 30" 297.12 feet along same;
103. 224° 17' 12" 57.71 feet along same;
104. 178° 44' 186.71 feet along same;
- 105 268° 44' 313.72 feet along the South side of Farrington Highway to the point of beginning and containing an area of 131.162 acres.

July 1, 2014
Honolulu, Hawaii

Wilfred Y. K. Chin
Licensed Professional Land Surveyor
Certificate Number 3499
License Expires April 30, 2016

Tax Map Key: 9-1-017: portions of 004, 059 and 072